

**QWEST BROADBAND SERVICES, INC., D/B/A CENTURYLINK
APPLICATION FOR A COMPETITIVE CABLE COMMUNICATIONS FRANCHISE
IN THE CITY OF MINNEAPOLIS**

Qwest Broadband Services, Inc., d/b/a CenturyLink ("CenturyLink") respectfully files this application for a competitive cable communications franchise to provide cable communications services in the City of Minneapolis. The following sets forth the information required to be submitted in an application in accordance with Section 5 of Ref. No. 265879.1 presented to the Minneapolis City Council on May 5, 2000 and Minn. Stat. §238.081, Subd. 4.

Franchise Applicant: Qwest Broadband Services, Inc. d/b/a CenturyLink ("CenturyLink"), a Delaware corporation, seeks a competitive cable communications franchise to offer cable communications services in the City of Minneapolis.

Applicant's Representatives: The following individuals may be contacted for further information about this application:

- (a) Mary Ferguson LaFave, 200 S. 5th St., 21st Floor, Minneapolis, MN 55402; Tel: 612-663-6913
- (b) James P. Campbell, 1801 California Street, 10th Floor, Denver, CO 80202; Tel: 303-992-5811
- (c) Andrew Schriener, 200 S. 5th Street, 21st Floor, Minneapolis, MN 55402; Tel: 512-663-6930

Channels: CenturyLink's cable communications system will be fully digital. While the ultimate channel lineup has not been finalized at this time, attached hereto as Exhibit 1 is a sample channel line up from another jurisdiction (Phoenix, Arizona) in which CenturyLink offers its cable communications service, Prism™. CenturyLink will provide the City with a copy of the actual channel lineup prior to launching service in Minneapolis. It should be noted that currently CenturyLink offers more channels in HD than any other MVPD nationally. It also provides a robust library of Video on Demand content. Lastly, it will carry all of the City's eight Public Educational and Government access channels in HD if the City so elects.

FCC Authorization: In accordance with 47 C.F.R. §76.1801, CenturyLink will file a Form 322 with the FCC to obtain a Community Identification Number (CUID) prior to offering service in Minneapolis.

Cable Communications System and Operation

CenturyLink has two "super head ends", one located in Columbia, Missouri and one in Littleton, Colorado and each super head end has a satellite "farm" used to download national content. These two super head ends provide redundancy, i.e., should an emergency interrupt service at one super head end, and then the other head end will be used to provide the national content. The national content is encoded and then deployed over diverse 10 Gig fiber circuits to the local head where the local content, including public, educational and government access channels, is inserted for ultimate delivery to end users. Minneapolis's primary super head end is in Columbia, Missouri and the local head end will be located in Golden Valley, Minnesota. CenturyLink will pick up the local broadcast signals via fiber circuits and will also capture those signals by antennae located at the local head end as a back-up, precautionary measure.

CenturyLink will deploy its cable communications service, Prism, over facilities owned by an affiliated company, Qwest Corporation, d/b/a CenturyLink (QC). Prism is a switched digital service and is Ethernet based (it is not a QAM based, broadcast service). The fact that the service is switched digital

and Ethernet based enables CenturyLink to offer unique features and functions, e.g., warp channel change, not generally available over more traditional cable systems, as more fully detailed below.

Currently, two network architectural designs are used to deliver Prism to subscribers: fiber to the node (FTTN) and fiber to the premises (FTTP), but the quality of the cable communications service is of the same high, technical quality regardless of the underlying network architecture. For FTTN, CenturyLink deploys fiber from a serving central office to a remote terminal in a neighborhood. The remote terminal houses the electronics (currently VDSL2) and such electronics create a broadband stream to individual addresses of up to 40Mbps (80Mbps if using pair bonding) over a copper subloop. For FTTP, there is fiber connectivity from the serving central office to a distinct address/location via an optical loop terminal (OLT) and this fiber connection will support broadband speeds of up to One Gbps. A set-top box is required for each television in a home to receive Prism. CenturyLink recently introduced a wireless set top box which enables the end user to move Prism to any location such as the patio or garage.

QC is the traditional telecommunications provider in Minneapolis. It has and will continue to pull all necessary permits and comply with all Minneapolis rules, codes and ordinances associated with access to and presence in the public rights of way.

CenturyLink is targeting an initial service launch in the second or third quarter 2015. CenturyLink will notify the City prior to commercially launching Prism in Minneapolis.

Prism Features and Functions:

As noted above, we have attached a sample channel line up from another market. This illustrates the vast selection of content available to subscribers. Because our system is IP based, we offer unique applications available via the television set such as access to Facebook and Picasa. In addition, search and streaming services are available which enable viewers to search for the cheapest gasoline within a specified area or to stream selected stock market quotes. We also have an ever increasing video on demand library. Prism is a state of the art offering and its features and functions also include, but are not limited to: (1) whole home DVR; (2) warp speed channel change; (3) find-it fast navigation, (4) multi-view (4 shows on one screen); (5) personal media sharing; (6) interactive news and information dashboard; (7) Prism on the Go (select content available over mobile devices such as smart phones and tablets); and (8) advanced parental controls. By going to the following URL, you can “experience” the features and functions of Prism through a short demonstration:

<http://www.centurylink.com/prismtv/#index.html>.

Access Channels:

We will provide the same number of Access Channels as the incumbent cable communications provider and we will collect and remit the same amount of Access Channel monetary support from our subscribers as the incumbent cable communications provider. Because of the difference in technology between our system and the incumbent’s, we cannot interconnect with the incumbent for purposes of providing Access Channels. Rather, we will deploy fiber facilities between our head end and the City’s point(s) of origination to acquire the Access Channel content and insert it into our line-up. We will provide the Access Channels standard definition and will also provide them in high definition if the City so chooses. In addition to all the above, CenturyLink will make up to 25 hours of Access Channel

content available on a server so that subscribers can access and watch Access Channel content, selected by the City, on our video on demand service.

Pricing and Standard Installation:

The attached Exhibit 2 is a sample of the pricing for Prism packages in another market. In advance of commercial launch in Minneapolis, CenturyLink will provide the city the pricing for various Prism packages that will be offered in Minneapolis.

CenturyLink will provide Prism service to all qualified households within seven days. CenturyLink does not have “non-standard” installation, i.e., the provision of service at an additional construction cost to the subscriber. Qualification for Prism service is purely a technical issue – it is not possible to pay an additional amount to qualify for the service.

Service to Government and Educational Facilities

CenturyLink will provide expanded basic service to all government buildings, schools and public libraries located in the City, so long as these government addresses are within the footprint of locations capable of receiving cable communications service from CenturyLink and no other cable communications provider is providing service at such location.

Initial Deployment and Availability of Prism

When CenturyLink begins to offer Prism commercially in Minneapolis, Prism will be available to over thirty percent of the households in the City. Turning up service in Minneapolis represents a very significant capital investment by the Company even though it has zero revenue-generating customers and its direct competitor has one hundred percent of the facilities based cable subscribers in the City. Further deployment will be driven by success in the market, i.e., as we win customers we will use that new revenue stream to invest in further deployment and broader availability of Prism throughout the City. As set forth in the franchise, CenturyLink will meet periodically with the City to review its current deployment footprint and to outline its plans in the upcoming quarter(s) for additional deployment. This market success deployment model is expressly supported by the FCC and has been adopted by other cities in the State of Minnesota.

CenturyLink’s Managerial and Technical Expertise in the Provision of Cable Communications Services to Consumers

CenturyLink has been offering Prism since 2008 when it initially launched its service in Lacrosse, Wisconsin and has continued to expand to its Prism footprint since that time. Prism is currently available in 13 markets. The attached Exhibit 3 is a list of the markets in which CenturyLink offers Prism pursuant to either statewide franchise statutes or locally negotiated, competitive franchises. In addition, the Company offers an analog product in smaller markets in Wisconsin and Iowa.

CenturyLink has upgraded and/or deployed new facilities, including fiber to the premises, so that it is capable of offering service to over 2.3 million homes. CenturyLink has approximately 300,000 Prism customers and continues to bring on new subscribers daily.

As it relates to content acquisition, CenturyLink is a member of the NCTC and obtains some of its content through that cooperative. In addition, it negotiates directly for access to about forty percent of its content.

The two super head ends as well as the local head ends all contain state of the art facilities for purposes of acquiring, processing and distribution of content to its end users whether through its Prism product or its Prism Everywhere offering.

Organizational Structure:

Applicant's ultimate parent company is CenturyLink, Inc., a Louisiana corporation headquartered in Monroe, Louisiana and through its subsidiaries owns 100% of Qwest Broadband Services, Inc. d/b/a CenturyLink.

CenturyLink, Inc. is the third largest telecommunications company in the United States and is recognized as a leader in the network services market by technology industry analyst firms. The Company is a global leader in cloud infrastructure and hosted IT solutions for enterprise customers. CenturyLink provides data, voice and managed services in local, national and select international markets through its high-quality advanced fiber optic network and multiple data centers for businesses and consumers. The company also offers advanced entertainment services under the CenturyLink® Prism™ TV and DIRECTV brands. Headquartered in Monroe, La., CenturyLink is an S&P 500 company and is included among the Fortune 500 list of America's largest corporations. A copy of CenturyLink's most recent 10-K can be obtained by clicking on the following URL:

<http://www.sec.gov/Archives/edgar/data/18926/000144530514000656/ctl-2013123110k.htm>

The following sets forth the corporate leadership of Qwest Broadband Services, Inc., d/b/a CenturyLink:

Qwest Broadband Services, Inc. - (Delaware Domestic)

Directors: R. Stewart Ewing, Jr.
Stacey W. Goff

Officers:

Chief Executive Officer and President	Glen F. Post, III
President Global Markets	Karen A. Puckett
Executive Vice President and Chief Financial Officer	R. Stewart Ewing, Jr.
Executive Vice President, General Counsel	Stacey W. Goff
President IT Services and New Market Development	Girish Varma
Executive Vice President – Public Policy and Government Relations	R. Steven Davis
President – Wholesale Operations	William E. Cheek
Executive Vice President – Controller and Operations Support	David D. Cole
Executive Vice President – Network Services	Maxine Moreau
Vice President and Treasurer	Glynn E. Williams, Jr.
Vice President	Jonathan J. Robinson
Secretary	Kay Buchart
Assistant Secretary	Joan E. Randazzo
Assistant Secretary	Meagan E. Messina

Financial Capability:

CenturyLink will make an initial capital investment of well over \$125 million to bring Prism to the Twin Cities. This investment includes, but is not limited to, a new head end, deployment of new facilities and upgrade of existing facilities.

Indemnification:

CenturyLink will include the following provision in its franchise with the City of Minneapolis:

Grantee shall contemporaneously with this Franchise execute an Indemnity Agreement in a form acceptable to the City, which shall indemnify, defend and hold the City harmless for any claim for injury, damage, loss, liability, cost or expense, including court and appeal costs and reasonable attorneys' fees or reasonable expenses arising out of the actions of the City in granting this Franchise.

This obligation includes any claims by another franchised cable operator against the City that the terms and conditions of this Franchise are less burdensome than another franchise granted by the city or that this Franchise does not satisfy the requirements of applicable state law(s).

Respectfully Submitted,



Qwest Broadband Services, Inc. d/b/a CenturyLink
By: Mary Ferguson LaFave

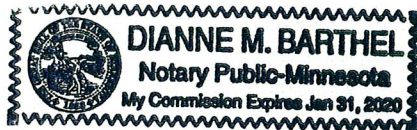
Subscribed and sworn to before me

this 20th day of January, 2015.



Notary Public

My Commission Expires: Jan 31, 2020





Phoenix Channel Lineup

Contact CenturyLink

Sales: 877-299-0172

Support: 866-314-4148

Prism™ Essential

3	3TV (KTVK)	1129	FX HD	1045	My Network TV HD (KUTPDT)
1003	3TV HD (KTVKDT)	129	FX	1266	National Geographic Channel HD
1167	A&E HD	1131	FXX HD	266	National Geographic Channel
167	A&E	131	FXX	12	NBC (KPNX)
15	ABC (KNXV)	4004	Galavision HD	1012	NBC HD (KPNXDT)
1179	ABC Family HD	3004	Galavision	1640	NBC SN HD
179	ABC Family	36	GetTV (KFPDHT2)	640	NBC SN
1015	ABC HD (KNXVDT)	1641	Golf Channel HD	20	NBC Weather Plus (KPNXDT2)
1796	AMC HD	641	Golf Channel	1630	NFL Network HD
796	AMC	1176	Hallmark Channel HD	630	NFL Network
16	Antenna TV (KNXVDT2)	176	Hallmark Channel	629	NFL RedZone (Pay Per View)
1105	AXS TV	1106	HDNet Movies	1629	NFL RedZone HD (Pay Per View)
13	AZ-TV (KAZT)	1451	HGTV HD	1638	NHL Network HD
1013	AZ-TV HD (KAZTDT)	451	HGTV	638	NHL Network
41	Azteca America (KPDFCA)	271	History	1314	Nickelodeon HD
310	Baby First TV	1203	HLN HD	314	Nickelodeon
1156	BET HD	203	HLN	1368	Oxygen HD
156	BET	1422	Home Shopping Network HD	368	Oxygen
1222	Bloomberg HD	19	Home Shopping Network	1683	PAC 12 Arizona HD
222	Bloomberg	422	Home Shopping Network	683	PAC 12 Arizona
327	Boomerang	1261	ID HD	106	Pay Per View Events HD
1182	Bravo HD	261	ID	1101	Pay Per View Events HD
182	Bravo	51	ION (KPPX)	101	Pay Per View Events
1650	BTN HD	1051	ION HD (KPPXDT)	8	PBS Eight (KAET)
650	BTN	1428	Jewelry Television HD	1008	PBS Eight HD (KAETDT)
1651	BTN2 HD	17	Jewelry Television	8006	Phoenix Educational Access
651	BTN2	428	Jewelry Television	8005	Phoenix Government Access
1652	BTN3 HD	1168	Justice Central HD	8014	Pinal County Government Access
652	BTN3	168	Justice Central	9161	Premier League Extra Time 1 HD
1230	C-SPAN HD	4	KPHO Weather Now (KPHODT2)	9151	Premier League Extra Time 1
230	C-SPAN	1361	Lifetime HD	9162	Premier League Extra Time 2 HD
1231	C-SPAN2 HD	361	Lifetime	9152	Premier League Extra Time 2
231	C-SPAN2	364	Lifetime Real Women	9163	Premier League Extra Time 3 HD
1327	Cartoon Network HD	1362	LMN HD	9153	Premier League Extra Time 3
326	Cartoon Network	362	LMN	9164	Premier League Extra Time 4 HD
5	CBS (KPHO)	5129	MC 770s	9154	Premier League Extra Time 4
1005	CBS HD (KPHODT)	5128	MC 780s	9165	Premier League Extra Time 5 HD
411	CenturyLink Information	5127	MC 790s	9155	Premier League Extra Time 5
1411	CenturyLink Information	5116	MC Adult Alternative	90	Prism Applications
8015	City of Casa Grande	5115	MC Alternative	92	Prism Games
8003	City of Chandler Educational Access	5146	MC Blues	301	Prism Kids
8002	City of Chandler Government Access	5134	MC Classic Country	201	Prism News
8004	City of Gilbert Government Access	5118	MC Classic Rock	11	Prism PEG Channels
8007	City of Glendale Government Access	5149	MC Classical Masterpieces	601	Prism Sports
8008	City of Maricopa Government Access	5135	MC Contemporary Christian	1420	QVC HD
8010	City of Mesa Educational Access	5133	MC Country Hits	18	QVC
8011	City of Mesa Government Access	5103	MC Dance	420	QVC
8009	City of Peoria Government Access	5148	MC Easy Listening	1799	Reelz Channel HD
8001	City of Scottsdale Government Access	5111	MC Gospel	799	Reelz Channel
8013	City of Surprise Government Access	5105	MC Hip-Hop and R&B	1424	ShopHQ HD
8012	City of Tempe Government Access	5107	MC Hip-Hop Classics	424	ShopHQ
1526	CMT HD	5101	MC Hit List	1146	Spike TV HD
526	CMT	5104	MC Indie	146	Spike TV
1216	CNBC HD	5145	MC Jazz	1337	Sprout HD
216	CNBC	5124	MC Kidz Only!	337	Sprout
1202	CNN HD	5150	MC Light Classical	1152	Syfy HD
202	CNN	5120	MC Love Songs	152	Syfy
1141	Comedy Central HD	5114	MC Metal	21	TBN (KPAZ)
141	Comedy Central	5138	MC Mexicana	1560	TBN HD
48	Daystar (KDTP)	5137	MC Musica Urbana	560	TBN
1121	Discovery Channel HD	5122	MC Party Favorites	1113	TBS HD
121	Discovery Channel	5131	MC Pop Country	113	TBS
1303	Disney Channel HD	5121	MC Pop Hits	5123	Teen MC
303	Disney Channel	5136	MC Pop Latino	39	Telemundo (KTAZ)
9999	DVR	5102	MC Pop Rhythmic	3007	Telemundo (KTAZ)
8016	Dysart Schools Educational Access	5109	MC R&B Classics	1039	Telemundo HD (KTAZDT)
1134	E! HD	5110	MC R&B Soul	6	The CW (KASW)
135	E!	5106	MC Rap	1006	The CW HD (KASWDT)
9	Eight Life (KAETDT2)	5112	MC Reggae	1225	The Weather Channel HD
7	Eight World (KAETDT3)	5117	MC Rock Hits	225	The Weather Channel
603	ESPN Classic	5113	MC Rock	2	This TV (KTVKDT2)
1602	ESPN HD	5140	MC Romances	1251	TLC HD
27	ESPN	5147	MC Singers & Swing	251	TLC
602	ESPN	5144	MC Smooth Jazz	1109	TNT HD
1606	ESPN2 HD	5119	MC Soft Rock	109	TNT
28	ESPN2	5130	MC Solid Gold Oldies	1255	Travel Channel HD
606	ESPN2	5141	MC Sounds of the Seasons	255	Travel Channel
1562	EWTN HD	5143	MC Soundscapes	1164	truTV HD
562	EWTN	5142	MC Stage & Screen	165	truTV
40	Exitos (KTAZDT2)	5108	MC Throwback Jams	1139	TV Land HD
1453	Food Network HD	5132	MC Today's Country	139	TV Land
453	Food Network	5125	MC Toddler Tunes	44	TV44 (KPHELD)
10	FOX (KSAZ)	5139	MC Tropicales	35	UniMas (KFPH)
1010	FOX HD (KSAZDT)	5126	MC Y2K	4005	UniMas HD
1210	FOX News Channel HD	14	Me-TV (KAZTDT2)	33	Univision (KTVW)
210	FOX News Channel	1634	MLB Network HD	1033	Univision HD (KTVWDT)
1620	FOX Sports 1 HD	634	MLB Network	1125	USA Network HD
620	FOX Sports 1	46	Movies! (KUTPDT2)	125	USA Network
9002	FOX Sports Pay Per View HD	1215	MSNBC HD	1102	Velocity HD
9001	FOX Sports Pay Per View	215	MSNBC	1519	VH1 HD
1762	FS Arizona HD	1503	MTV HD	519	VH1
1763	FS Arizona Plus HD	503	MTV	1	Video On Demand
763	FS Arizona Plus	193	Mun2	1180	WGN HD
762	FS Arizona	45	My Network TV (KUTP)	180	WGN

Prism™ Complete

Includes Prism™ Essential Plan channels.

1259	American Heroes Channel HD	381	Esquire TV	505	MTV2
259	American Heroes Channel	1211	FOX Business Network HD	315	Nick 2
1253	Animal Planet HD	211	FOX Business Network	1320	Nick Jr HD
253	Animal Planet	647	FOX College Sports Atlantic	320	Nick Jr
1188	BBC America HD	648	FOX College Sports Central	1316	Nicktoons HD
188	BBC America	649	FOX College Sports Pacific	316	Nicktoons
567	BYU TV	1621	FOX Sports 2 HD	1185	NUVOtv HD
1643	CBS Sports HD	621	FOX Sports 2	185	NUVOtv
643	CBS Sports	1535	Fuse HD	1256	Oprah Winfrey Network HD
515	Centric	535	Fuse	257	Oprah Winfrey Network
153	Chiller	1792	FX Movie Channel HD	1680	Outdoor Channel HD
161	Cloo	792	FX Movie Channel	680	Outdoor Channel
527	CMT Pure Country	1272	FYI HD	1531	Ovation HD
1456	Cooking Channel HD	272	FYI	531	Ovation
456	Cooking Channel	1529	Great American Country HD	1258	SCIENCE HD
1485	Destination America HD	529	Great American Country	258	SCIENCE
465	Destination America	1174	GSN HD	1642	Sportsman Channel HD
1335	Discovery Family HD	174	GSN	642	Sportsman Channel
335	Discovery Family	1274	H2 HD	322	Teen Nick
1307	Disney Junior HD	274	H2	507	Tr3s
307	Disney Junior	1794	Hallmark Movies & Mysteries HD	1790	Turner Classic Movies HD
1305	Disney XD HD	784	Hallmark Movies & Mysteries	790	Turner Classic Movies
305	Disney XD	1787	IFC HD	1157	TV One HD
1454	DIY Network HD	798	IFC	157	TV One
454	DIY Network	564	Inspiration Network	1104	Universal HD
1604	ESPN News HD	466	Life	521	VH1 Classic
604	ESPN News	184	Logo	522	VH1 Soul
1605	ESPNU HD	509	MTV Hits	1372	WE tv HD
605	ESPNU	510	MTV U	373	WE tv
1380	Esquire TV HD	1505	MTV2 HD	132	Youtoo America

Prism™ Preferred

Includes Prism™ Complete Plan channels.

220	Al Jazeera America	1172	MyDestination.TV HD	1852	Showtime HD (E)
159	ASPIRE	172	MyDestination.TV	1853	Showtime HD (W)
1470	AWE HD	1264	NASA TV HD	864	Showtime Next (E)
470	AWE	264	NASA TV	865	Showtime Next (W)
1219	BBC World News HD	1267	Nat Geo Wild HD	1864	Showtime Next HD (E)
219	BBC World News	267	Nat Geo Wild	1865	Showtime Next HD (W)
1540	Blue Highways TV HD	1209	One America News Network HD	880	Showtime On Demand
540	Blue Highways TV	209	One America News Network	1880	Showtime On Demand
1232	C-SPAN3 HD	1678	Outside TV HD	856	Showtime Showcase (E)
232	C-SPAN3	678	Outside TV	857	Showtime Showcase (W)
1169	Cars.TV HD	1684	PAC 12 Bay Area HD	1856	Showtime Showcase HD (E)
169	Cars.TV	684	PAC 12 Bay Area	1857	Showtime Showcase HD (W)
217	CNBC World	1685	PAC 12 Los Angeles HD	866	Showtime Women (E)
205	CNNi	685	PAC 12 Los Angeles	867	Showtime Women (W)
1142	Comedy.TV HD	1686	PAC 12 Mountain HD	1866	Showtime Women HD (E)
142	Comedy.TV	686	PAC 12 Mountain	1867	Showtime Women HD (W)
1163	Crime & Investigation HD	1687	PAC 12 Oregon HD	118	Smithsonian Channel (E)
163	Crime & Investigation	687	PAC 12 Oregon	119	Smithsonian Channel (W)
263	DoD News	1688	PAC 12 Washington HD	1118	Smithsonian Channel HD (E)
932	ENCORE (E)	688	PAC 12 Washington	1119	Smithsonian Channel HD (W)
933	ENCORE (W)	1682	PAC12 Network HD	1791	Sony Movie Channel HD
938	ENCORE Action (E)	682	PAC12 Network	791	Sony Movie Channel
939	ENCORE Action (W)	1170	Pets.TV HD	902	Starz! (E)
1938	Encore Action HD (E)	170	Pets.TV	903	Starz! (W)
942	ENCORE Black (E)	1492	Pivot HD	908	Starz! Cinema (E)
943	ENCORE Black (W)	492	Pivot	909	Starz! Cinema (W)
1942	Encore Black HD (E)	1787	PixL HD	1908	Starz! Cinema HD (E)
934	ENCORE Classic (E)	787	PixL	910	Starz! Comedy (E)
935	ENCORE Classic (W)	1458	Recipe.TV HD	911	Starz! Comedy (W)
1934	ENCORE Classic HD (E)	458	Recipe.TV	1910	Starz! Comedy HD (E)
946	ENCORE Espanol	1916	Retroplex HD	904	Starz! Edge (E)
944	ENCORE Family (E)	916	Retroplex	905	Starz! Edge (W)
945	ENCORE Family (W)	1538	Revolt HD	1904	Starz! Edge HD
1932	Encore HD (E)	538	Revolt	1902	Starz! HD (E)
1933	Encore HD (W)	1476	RFD TV HD	1903	Starz! HD (W)
951	ENCORE On Demand	476	RFD TV	906	Starz! In Black (E)
1951	Encore On Demand	474	RLTV	907	Starz! In Black (W)
936	ENCORE Suspense (E)	1607	SEC Network HD	1906	Starz! In Black HD
937	ENCORE Suspense (W)	1608	SEC Network Overflow 1 HD	912	Starz! Kids and Family (E)
1936	ENCORE Suspense HD (E)	608	SEC Network Overflow 1	913	Starz! Kids and Family (W)
940	ENCORE Westerns (E)	1609	SEC Network Overflow 2 HD	1912	Starz! Kids and Family HD
941	ENCORE Westerns (W)	609	SEC Network Overflow 2	931	Starz! On Demand
1133	ES.TV HD	607	SEC Network	1931	Starz! On Demand
133	ES.TV	1789	Shorts HD	575	The Word Network
890	Flix (E)	789	Shorts	882	TMC (E)
892	Flix On Demand	852	Showtime (E)	883	TMC (W)
1892	Flix On Demand	853	Showtime (W)	1882	TMC HD (E)
1656	Go! TV HD	854	Showtime 2 (E)	1883	TMC HD (W)
656	Go!TV (English)	855	Showtime 2 (W)	888	TMC On Demand
672	HRTV	1854	Showtime 2 HD (E)	1888	TMC On Demand
1914	Indieplex HD	1855	Showtime 2 HD (W)	884	TMC Xtra (E)
914	Indieplex	860	Showtime Beyond (E)	885	TMC Xtra (W)
1590	Jewish Broadcasting Service HD	861	Showtime Beyond (W)	1884	TMC Xtra HD (E)
590	Jewish Broadcasting Service	1860	Showtime Beyond HD (E)	1885	TMC Xtra HD (W)
1147	MAVTV HD	1861	Showtime Beyond HD (W)	670	TVG
147	MAVTV	858	Showtime Extreme (E)	644	Universal Sports
1116	MGM HD	859	Showtime Extreme (W)	1644	Universal Sports HD
116	MGM	1858	Showtime Extreme HD (E)	1559	UP HD
276	Military History	1859	Showtime Extreme HD (W)	559	UP
1788	MOVIEPLEX HD	862	Showtime Family (E)	1679	World Fishing Network HD
788	MOVIEPLEX	863	Showtime Family (W)	679	World Fishing Network

Prism™ Premium

Includes Prism™ Preferred Plan channels.

1840	5 Star Max HD	811	HBO Comedy (W)	812	HBO Zone (E)
840	5 Star Max	1810	HBO Comedy HD (E)	813	HBO Zone (W)
836	ActionMAX (E)	1811	HBO Comedy HD (W)	1812	HBO Zone HD (E)
837	ActionMAX (W)	806	HBO Family (E)	1813	HBO Zone HD (W)
1836	ActionMAX HD (E)	807	HBO Family (W)	1804	HBO2 HD (E)

1837	ActionMAX HD (W)	1806	HBO Family HD (E)	1805	HBO2 HD (W)
1846	Cinem7x HD	1807	HBO Family HD (W)	834	MoreMAX (E)
846	Cinem7x	1802	HBO HD (E)	835	MoreMAX (W)
832	Cinemax (E)	1803	HBO HD (W)	1834	MoreMax HD (E)
833	Cinemax (W)	814	HBO Latino (E)	1835	MoreMax HD (W)
1832	Cinemax HD (E)	815	HBO Latino (W)	1842	Movie MAX HD
1833	Cinemax HD (W)	1814	HBO Latino HD (E)	842	MovieMAX
850	Cinemax On Demand	1815	HBO Latino HD (W)	1844	Outer Max HD
1850	Cinemax On Demand	830	HBO On Demand	844	OuterMAX
802	HBO (E)	1830	HBO On Demand	838	ThrillerMAX (E)
803	HBO (W)	808	HBO Signature (E)	839	ThrillerMAX (W)
804	HBO 2 (E)	809	HBO Signature (W)	1838	ThrillerMax HD (E)
805	HBO 2 (W)	1808	HBO Signature HD (E)	1839	ThrillerMax HD (W)
810	HBO Comedy (E)	1809	HBO Signature HD (W)		

Premium Packages Available as Add-ons:

Preferred and Premium plans include select Add-on Channels.

Cinemax Add-on Package

1840	5 Star Max HD	833	Cinemax (W)	1842	Movie MAX HD
840	5 Star Max	1832	Cinemax HD (E)	842	MovieMAX
836	ActionMAX (E)	1833	Cinemax HD (W)	1844	Outer Max HD
837	ActionMAX (W)	850	Cinemax On Demand	844	OuterMAX
1836	ActionMAX HD (E)	1850	Cinemax On Demand	838	ThrillerMAX (E)
1837	ActionMAX HD (W)	834	MoreMAX (E)	839	ThrillerMAX (W)
1846	Cinem7x HD	835	MoreMAX (W)	1838	ThrillerMax HD (E)
846	Cinem7x	1834	MoreMax HD (E)	1839	ThrillerMax HD (W)
832	Cinemax (E)	1835	MoreMax HD (W)		

International-AI-Carte Add-on Package

3740	Al Jazeera America	3682	Filipino on Demand	3703	TV Asia
3710	Bollywood Hits on Demand	3802	Rai Italia	3680	TV Japan
3882	Channel One Russia	3704	Sony Entertainment Television Asia (SET Asia)	3632	TV5 Monde
3603	China Central TV	3706	STAR India PLUS	3702	Zee TV
3604	CTI-Zhong Tian Channel	3681	The Filipino Channel		

Paquete Latino Add-on Package

3146	Bandamax	3102	Discovery en Espanol	3056	La Familia Cosmovision
3053	Boomerang en Espanol	3103	Discovery Familia	3017	Latele Novela
3022	Cable Noticias	3051	Disney en Espanol	3149	Ritmoson Latino
3054	Cartoon Network en Espanol	3052	Disney XD Espanol	3078	TBN Enlace
3025	Cine Mexicano	3302	ESPN Deportes	3143	Telehit
3127	Cine Sony	3077	EWTVN en Espanol	3024	TV Chile
3202	CNN en Espanol	3303	FOX Deportes	3013	WAPA America
3128	De Pelicula	3304	Go!TV		
3129	De Pelicula Clasico	3104	History en Espanol		

Starz/Encore Add-on Package

932	ENCORE (E)	1951	Encore On Demand	910	Starz! Comedy (E)
933	ENCORE (W)	936	ENCORE Suspense (E)	911	Starz! Comedy (W)
938	ENCORE Action (E)	937	ENCORE Suspense (W)	1910	Starz! Comedy HD (E)
939	ENCORE Action (W)	1936	ENCORE Suspense HD (E)	904	Starz! Edge (E)
1838	Encore Action HD (E)	940	ENCORE Westems (E)	905	Starz! Edge (W)
942	ENCORE Black (E)	941	ENCORE Westems (W)	1904	Starz! Edge HD
943	ENCORE Black (W)	1914	Indieplex HD	1902	Starz! HD (E)
1942	Encore Black HD (E)	914	Indieplex	1903	Starz! HD (W)
934	ENCORE Classic (E)	1788	MOVIEPLEX HD	906	Starz! In Black (E)
935	ENCORE Classic (W)	788	MOVIEPLEX	907	Starz! In Black (W)
1834	ENCORE Classic HD (E)	1916	Retroplex HD	1906	Starz! In Black HD
946	ENCORE Espanol	916	Retroplex	912	Starz! Kids and Family (E)
944	ENCORE Family (E)	902	Starz! (E)	913	Starz! Kids and Family (W)
945	ENCORE Family (W)	903	Starz! (W)	1912	Starz! Kids and Family HD
1932	Encore HD (E)	908	Starz! Cinema (E)	931	Starz! On Demand
1933	Encore HD (W)	909	Starz! Cinema (W)	1931	Starz! On Demand
951	ENCORE On Demand	1908	Starz! Cinema HD (E)		

Showtime Add-on Package

890	Flix (E)	1858	Showtime Extreme HD (E)	1857	Showtime Showcase HD (W)
892	Flix On Demand	1859	Showtime Extreme HD (W)	866	Showtime Women (E)
1892	Flix On Demand	862	Showtime Family (E)	867	Showtime Women (W)
852	Showtime (E)	863	Showtime Family (W)	1866	Showtime Women HD (E)
853	Showtime (W)	1852	Showtime HD (E)	1867	Showtime Women HD (W)
854	Showtime 2 (E)	1853	Showtime HD (W)	882	TMC (E)
855	Showtime 2 (W)	864	Showtime Next (E)	883	TMC (W)
1854	Showtime 2 HD (E)	865	Showtime Next (W)	1882	TMC HD (E)
1855	Showtime 2 HD (W)	1864	Showtime Next HD (E)	1883	TMC HD (W)
860	Showtime Beyond (E)	1865	Showtime Next HD (W)	888	TMC On Demand
861	Showtime Beyond (W)	880	Showtime On Demand	1888	TMC On Demand
1860	Showtime Beyond HD (E)	1880	Showtime On Demand	884	TMC Xtra (E)
1861	Showtime Beyond HD (W)	856	Showtime Showcase (E)	885	TMC Xtra (W)
858	Showtime Extreme (E)	857	Showtime Showcase (W)	1884	TMC Xtra HD (E)
859	Showtime Extreme (W)	1856	Showtime Showcase HD (E)	1885	TMC Xtra HD (W)

HBO Add-on Package

802	HBO (E)	1806	HBO Family HD (E)	808	HBO Signature (E)
803	HBO (W)	1807	HBO Family HD (W)	809	HBO Signature (W)
804	HBO 2 (E)	1802	HBO HD (E)	1808	HBO Signature HD (E)
805	HBO 2 (W)	1803	HBO HD (W)	1809	HBO Signature HD (W)
810	HBO Comedy (E)	814	HBO Latino (E)	812	HBO Zone (E)
811	HBO Comedy (W)	815	HBO Latino (W)	813	HBO Zone (W)
1810	HBO Comedy HD (E)	1814	HBO Latino HD (E)	1812	HBO Zone HD (E)
1811	HBO Comedy HD (W)	1815	HBO Latino HD (W)	1813	HBO Zone HD (W)
806	HBO Family (E)	830	HBO On Demand	1804	HBO2 HD (E)

807 HBO Family (W)

1830 HBO On Demand

1805 HBO2 HD (W)

Prism Rates

	Prism Essential	Prism Complete	Prism Preferred	Prism Premium
Promotional Rate	\$54.99	\$69.99	\$ 84.99	\$114.99
Rack Rate	\$74.99	\$89.00	\$104.99	\$134.99



CenturyLink®

**PRISM OFFERED IN THE FOLLOWING MARKETS
PURSUANT TO STATE OR LOCAL FRANCHISES**

Locally Negotiated Franchises

Gulf Shores, AL
Orange Beach, AL
Baldwin County, AL

Phoenix, AZ
Chandler, AZ
Mesa, AZ
Queen Creek, AZ
Glendale, AZ
Peoria, AZ
Scottsdale, AZ
Surprise, AZ
Goodyear, AZ
Maricopa County, AZ
Pinal County, AZ
Buckeye, AZ
Florence, AZ
Gilbert, AZ
Casa Grande, AZ
Tempe, AZ
Paradise Valley, AZ
Apache Junction, AZ

Colorado Springs, CO
Monument, CO
Fountain, CO
El Paso County, CO
Gypsum, CO
Eagle, CO
Eagle County, CO
Centennial, CO
Littleton, CO
Castle Rock, CO
Parker, CO
Jefferson County, CO
Lone Tree, CO
Douglas County, CO

Locally Negotiated Franchises

Papillion, NE
Springfield, NE
Gretna, NE
Ralston, NE
La Vista, NE
Bellevue, NE
Omaha, NE
Douglas County, NE
Sarpy County, NE

Statewide Franchises

Las Vegas, NV
North Las Vegas, NV
Clark County, NV
Henderson, NV

Tallahassee, FL
Fort Myers, FL
Orlando, FL

Columbia, MO

Raleigh/Durham DMA, NC

LaCrosse DMA, WI

Council Bluffs, IA
Pottawattamie County, IA
Carter Lakes, IA